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MICHAEL L. SCHLER

RECORDATION NO. 19173-A
FEB 2 - 1995 - 10 55 AM
INTERSTATE COMMERCE COMMISSION

February 1, 1995

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is an Amendment Memorandum of Chattel Mortgage and Security Agreement, a "secondary document", dated as of January 31, 1995. The primary document to which this is related is the Memorandum of Chattel Mortgage and Security Agreement dated as of January 9, 1995, which was filed with the Commission on January 11, 1995, and assigned recordation number 19173.

The names and addresses of the parties to the primary document are as follows:

MORTGAGORS: CL Jaguar Limited
CL Cougar Limited
c/o Central Leasing Company Limited
1-1, Toranomom 2-chome
Minato-ku, Tokyo, Japan

MORTGAGEE: The Tokai Bank, Limited
New York Branch
55 East 52nd Street
New York, New York 10055

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
45	6-axle Diesel-Electric Locomotives	C-C	8764-8808

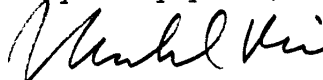
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Amendment Memorandum of Chattel Mortgage and Security Agreement dated as of January 31, 1995, between CL Jaguar Limited and CL Cougar Limited, as mortgagors, and The Tokai Bank, Limited, New York Branch, as mortgagee, and covering 45 diesel-electric locomotives (numbered NS 8764-8808).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

310A

RECORDATION NO. 19173-A FILED 1425

FEB 2 - 1995 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of January 31, 1995, among CL JAGUAR LIMITED and CL COUGAR LIMITED, corporations organized under the laws of Japan, and THE TOKAI BANK, LIMITED, NEW YORK BRANCH.

WHEREAS the parties hereto have entered into a Memorandum of Chattel Mortgage and Security Agreement dated as of January 9, 1995, in respect of that certain Chattel Mortgage and Security Agreement dated as of January 9, 1995, and supplements thereto, covering forty-eight General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8764 through 8811.

WHEREAS the said Memorandum of Chattel Mortgage and Security Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on January 11, 1995, and assigned recordation number 19173;

WHEREAS only forty-five locomotives, bearing the road numbers of Norfolk Southern Railway Company 8764 through 8808 have been delivered and accepted under the said Chattel Mortgage and Security Agreement and supplements thereto.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the release and termination of the said Chattel Mortgage and Security Agreement and supplements thereto with respect to the remaining three locomotives bearing the road numbers of Norfolk Southern Railway Company 8809 through 8811, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CL JAGUAR LIMITED

by [Signature]
Title: Attorney-in-fact

CL COUGAR LIMITED

by [Signature]
Title: Attorney-in-fact

THE TOKAI BANK, LIMITED,
NEW YORK BRANCH

by [Signature]
Title: Vice President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this *30th* day of January, 1995, before me personally appeared Yoshihiro Inden, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL JAGUAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

On this *30th* day of January, 1995, before me personally appeared Yoshihiro Inden, to me personally known, who, by me being duly sworn, says that he is an Attorney-in-fact of CL COUGAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

On this *30th* day of January, 1995, before me personally appeared Chikara Oshima, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE TOKAI BANK, LIMITED, NEW YORK BRANCH, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996